

Exhibit 3

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TENNESSEE**

**DIVERSE MEDICAL
MANAGEMENT, INC.; AND AZZAM
MEDICAL SERVICES, LLC,**

Plaintiffs,

v.

**PLATINUM GROUP USA, INC.;
AMER RUSTOM; THE THIRD
FRIDAY TOTAL RETURN FUND, L.P.,
MICHAEL LEWITT, AMERICORE
HEALTH, LLC, GRANT WHITE,
JAMES B. BIDEN,**

Defendants.

**Case No: 19-CV-00046
JURY DEMAND**

DECLARATION OF MITCHELL R. COHEN

I, Mitchell R. Cohen, hereby declare as follows:

1. I am over 21 years of age and if called as a witness I could and would testify competently to the matters set forth in this declaration. I make this declaration based on my personal experiences and knowledge of the facts set forth herein.

2. I am the former General Counsel for Diverse Medical Management, Inc. ("DMM").

3. On or about September 4, 2018, I met Michael Frey, James Biden, and two other individuals at a restaurant in the suburbs of Philadelphia, Pennsylvania. The purpose of the meeting was to discuss the benefits that James Biden, Michael Lewitt, and their investors could bring to DMM.

4. Among the representations that James Biden made at the Philadelphia suburban area dinner meeting was that he could facilitate communications and possible contracts between DMM and the Department of Veterans Affairs due to the connections that his brother, Joe Biden, had with the Department of Veterans Affairs. James Biden also stated that he could facilitate contracts between DMM and first responders based on the relationships that his brother had with certain labor unions.

5. DMM, relying on the representations made by Jim Biden and his team, entered into transactions with service and product companies and committed financial and other resources and obligations to them. I was involved in some of those negotiations in my role as General Counsel to DMM.

6. It became clear on or about the late winter of 2018 to myself and my fellow executives at DMM that the Biden/Lewitt team had no intention of following through on their funding commitment to DMM.

7. After months of being advised by my fellow executives about the repeated promises to them from the Biden-Lewitt team of closing on the DMM funding, I was asked by Michael Frey, the CEO of DMM, in my capacity as General Counsel of DMM, to send a DMM claim letter to George Mesires, Esq., who I was advised was serving as counsel to The Third Friday Total Return Fund, L.P., Michael Lewitt, James Biden and other parties.

8. On or about April 18, 2019, I sent the aforementioned DMM claim letter, via email, to Mr. Mesires setting forth various claims that DMM had against one or more of his firm's clients, including, without limitation, the parties listed in Section 7 above. A copy of that letter is attached as **Exhibit 1** to this Declaration.

9. After sending my claim letter on or about April 18, 2019, I was contacted by George Mesires, Esq., who requested a conference call to discuss the dispute. On or about April 22, 2019, George Mesires, his litigation partner (whose name I cannot recall), and I had a phone conference. On that call, we discussed that DMM was prepared to file a major lawsuit for the causes of action outlined in my DMM email claim letter. We agreed to have a subsequent phone discussion that included one or more of our clients in order to explore the possibility of settlement. This settlement call, to my best recollection, was scheduled for April 23, 2019.

10. To the best of my recollection, the DMM representatives that were on the April 23, 2019, call were Michael Frey, Natalie Frey, Dr. Mohannad Azzam, and me. We were advised that on the call from the Biden-Lewitt team were George Mesires, Esq. and Michael Lewitt. During the call, DMM generally outlined its claims and damages against Mr. Mesires' clients. The call did not result in a settlement.

11. On or about April 25, 2019, The Third Friday Total Return Fund, L.P. sent a demand letter to DMM alleging that DMM had defaulted on certain loan repayment obligations to that entity.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 22, 2019.


MITCHELL R. COHEN, ESQ.

Exhibit 1

From: [Mitchell Cohen](#)
To: ["George.Mesires@FaegreBD.com"](mailto:George.Mesires@FaegreBD.com)
Cc: [Michael Frey \(msfrey1028@gmail.com\)](mailto:Michael.Frey.ms@freymail.com)
Subject: Diverse Medical Management v. Platinum Global, Dogan Holdings, Lewitt, Biden et. al.
Date: Thursday, April 18, 2019 10:21:11 AM

April 18, 2019

Faegre Baker Daniels LLP

311 S. Wacker Drive

Suite 4300

Chicago, IL 60606

Attn: George Mesires, Esq.

Dear Mr. Mesires:

As you may be aware, I am General Counsel to Diverse Medical Management, Inc. ("DMM"). I am writing this communication to you to put both you and you and your clients, Platinum Global Healthcare Partners, LLC ("Platinum"), Dogan Holdings and its affiliates (collectively, "Dogan Holdings"), James Biden ("Biden"), Michael Lewitt ("Lewitt") and certain yet unnamed parties (the "Unnamed Parties") (Platinum, Dogan Holdings, Biden, Lewitt and the Unnamed Parties shall be collectively referred to herein as the "Defendants") on notice of DMM's intention to file suit against the Defendants for, among other counts, breach of contract, fraud and misrepresentation.

As will be noted in DMM's legal action, the Defendants, or one or more of them, among other actions:

- 1. Breached their contractual obligations to DMM to provide funding to DMM as stated in numerous in-person meetings, telephone conversations, representations to third parties, emails and text messages;**
- 2. Breached their fiduciary duty to DMM as financial fiduciaries to DMM;**
- 3. In bad faith, proposed contractual documents that in no way reflected the agreement in principal that had been reached between the Defendants and DMM for the purpose of inhibiting DMM's ability to continue to operate its business;**
- 4. Engaged in a strategic tactic meant to have DMM believe it was obtaining significant capital so that DMM would not pursue other funding and financing alternatives that may have been available to it,**

thus handicapping the company its efforts to move forward with its business and causing significant financial loss to DMM;

- 5. Intentionally misled DMM in DMM's nursing home management transfer transaction with Newcare, causing substantial financial loss to both DMM and Newcare;**
- 6. In violation of its fiduciary duty to DMM, intentionally stole proprietary intellectual property of DMM and utilized said intellectual property in entering into contracts with one or more third parties; and**
- 7. Made numerous representations to DMM and related parties that were intentionally false, misleading or not fully truthful, with the intent of causing significant financial loss to DMM and those related parties to further their own business and financial interests.**

Please note that DMM intends to vigorously pursue all legal and regulatory channels in enforcing its rights in this matter. Please be guided accordingly. Please also advise your clients to have no direct contact with Mr. Frey or any member of his executive team.

Very truly yours

Mitchell Cohen

Mitchell R. Cohen, Esquire

General Counsel

Diverse Medical Management, Inc.

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